

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

12 Misc. 115 (JSR)

In re:

MADOFF SECURITIES

**NOTICE OF CONSOLIDATED MOTION TO DISMISS
THE TRUSTEE'S COUNTS FOR DISALLOWANCE OF CUSTOMER CLAIMS
BASED ON SECTION 502(d) OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE THAT the Section 502(d) Defendants (as defined by the Court's Order dated June 1, 2012 in *In re Madoff Sec.*, 12 Misc. 115 (JSR) (Docket No. 155) (the "Section 502(d) Order")), hereby move for an order pursuant to Rule 12 of the Federal Rules of Civil Procedure (made applicable to the adversary proceeding by Rule 7012(b) of the Federal Rules of Bankruptcy Procedure) dismissing the Trustee's counts for disallowance of customer claims based on Section 502(d) of the Bankruptcy Code. The grounds for this motion are set forth in the accompanying memorandum of law, which is incorporated herein by reference.

This motion is supported by the accompanying memorandum of law, the Declaration of Jeff E. Butler dated July 13, 2012, and the exhibits attached thereto, all pleadings and papers filed in these proceedings, and any other matters that may properly come before the Court.

Pursuant to the Section 502(d) Order, memoranda of law in opposition to this motion must be filed on or before September 12, 2012, and a consolidated reply brief must be filed on or before September 28, 2012. The Court will hear oral argument on this matter on October 9, 2012, at 3:00 p.m.

Dated: New York, New York
July 13, 2012

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